

## FORM D

Notice of Exempt  
Offering of Securities

## U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

1459462  
OMB APPROVAL

OMB Number: 3235-0076

Expires: March 31, 2009

Estimated average burden  
hours per response: 4.00

## Item 1. Issuer's Identity

Name of Issuer

Tri-Land Cherokee Investors LLC

Jurisdiction of Incorporation/Organization

Delaware

Year of Incorporation/Organization  
(Select one)☐ Over Five Years Ago ☒ Within Last Five Years  
(specify year)

2004

☐ Yet to Be Formed

Previous Name(s)

☒ None

Entity Type (Select one)

- ☐ Corporation  
☒ Limited Partnership  
☐ Limited Liability Company  
☐ General Partnership  
☐ Business Trust  
☐ Other (Specify)

(If more than one issuer is filing this notice, check this box ☐ and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

## Item 2. Principal Place of Business and Contact Information

Street Address 1

One Westbrook Corporate Center

Street Address 2

Suite 520

City

Westchester

State/Province/Country

Illinois

ZIP/Postal Code

60154

Phone No.

(708) 531-8210

## Item 3. Related Persons

Last Name

Alexa

First Name

Terrence

Middle Name

G.

Street Address 1

One Westbrook Corporate Center

Street Address 2

Suite 520

City

Westchester

State/Province/Country

Illinois

ZIP/Postal Code

60154

Relationship(s): ☒ Executive Officer ☐ Director ☐ Promoter

Clarification of Response (if Necessary)

Vice President of Tri-Land Properties, Inc., Manager of the Issuer

(Identify additional related persons by checking this box ☒ and attaching Item 3 Continuation Page(s).)

## Item 4. Industry Group (Select one)

☐

## Agriculture

## Banking and Financial Services

- ☐ Commercial Banking  
☐ Insurance  
☐ Investing  
☐ Investment Banking  
☐ Pooled Investment Fund

If selecting this industry group, also select one fund  
type below and answer the question below:

- ☐ Hedge Fund  
☐ Private Equity Fund  
☐ Venture Capital Fund  
☐ Other Investment Fund

Is the issuer registered as an investment  
company under the Investment Company  
Act of 1940? ☐ Yes ☐ No☐ Other Banking & Financial Services☐

## Business Services

## Energy

- ☐ Electric Utilities  
☐ Energy Conservation  
☐ Coal Mining  
☐ Environmental Services  
☐ Oil & Gas  
☐ Other Energy

## Health Care

- ☐ Biotechnology  
☐ Health Insurance  
☐ Hospitals & Physicians  
☐ Pharmaceuticals  
☐ Other Health Care

☐

## Manufacturing

## Real Estate

- ☒ Commercial

☐

## Construction

- ☐ REITS & Finance  
☐ Residential  
☐ Other Real Estate

☐

## Retailing

☐

## Restaurants

## Technology

- ☐ Computers  
☐ Telecommunications  
☐ Other Technology

## Travel

- ☐ Airlines & Airports  
☐ Lodging & Conventions



**Item 5. Issuer Size (Select one)**

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- ☐ No Revenues  
☐ \$1 - \$1,000,000  
☐ \$1,000,001 - \$5,000,000  
☐ \$5,000,001 - \$25,000,000  
☐ \$25,000,001 - \$100,000,000  
☐ Over \$100,000,000  
☒ Decline to Disclose  
☐ Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- ☐ No Aggregate Net Asset Value  
☐ \$1 - \$5,000,000  
☐ \$5,000,001 - \$25,000,000  
☐ \$25,000,001 - \$50,000,000  
☐ \$50,000,001 - \$100,000,000  
☐ Over \$100,000,000  
☒ Decline to Disclose  
☐ Not Applicable

**Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)**

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))  
☐ Rule 504(b)(1)(i)  
☐ Rule 504(b)(1)(ii)  
☐ Rule 504(b)(1)(iii)  
☒ Rule 505  
☐ Rule 506  
☐ Securities Act Section 4(6)

Investment Company Act Section 3(c)

- ☒ Section 3(c)(1)  
☐ Section 3(c)(2)  
☐ Section 3(c)(3)  
☐ Section 3(c)(4)  
☐ Section 3(c)(5)  
☐ Section 3(c)(6)  
☒ Section 3(c)(7)

- ☐ Section 3(c)(9)  
☐ Section 3(c)(10)  
☐ Section 3(c)(11)  
☐ Section 3(c)(12)  
☐ Section 3(c)(13)  
☐ Section 3(c)(14)

**Item 7. Type of Filing**☒ New Notice **OR** ☐ AmendmentDate of First Sale in this Offering:  **OR** ☒ First Sale Yet to Occur**Item 8. Duration of Offering**Does the issuer intend this offering to last more than one year? ☐ Yes ☒ No**Item 9. Type(s) of Securities Offered (Select all that apply)**

- ☐ Equity  
☒ Debt  
☐ Option, Warrant or Other Right to Acquire Another Security  
☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☐ Pooled Investment Fund Interests  
☐ Tenant-in-Common Securities  
☐ Mineral Property Securities  
☐ Other (Describe)

**Item 10. Business Combination Transaction**Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

# FORM D

## U.S. Securities and Exchange Commission

Washington, DC 20549

### Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 20,000.00

### Item 12. Sales Compensation

Recipient

More than five persons

Recipient CRD Number

☐ No CRD Number

(Associated) Broker or Dealer ☐ None

(Associated) Broker or Dealer CRD Number

☐ No CRD Number

Allegheny Investments, Ltd.

7597

Street Address 1

Street Address 2

811 Camp Horne Road

Suite 100

City

State/Province/Country

ZIP/Postal Code

Pittsburgh

Pennsylvania

15237

States of Solicitation ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input checked="" type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input checked="" type="checkbox"/> FL	<input type="checkbox"/> GA	<input checked="" type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input checked="" type="checkbox"/> MD	<input checked="" type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input checked="" type="checkbox"/> MO
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(Identify additional person(s) being paid compensation by checking this box ☒ and attaching Item 12 Continuation Page(s).)

### Item 13. Offering and Sales Amounts

(a) Total Offering Amount

\$ up to 2,800,000

OR ☐ Indefinite

(b) Total Amount Sold

\$ 0

(c) Total Remaining to be Sold  
(Subtract (a) from (b))

\$ up to 2,800,000

OR ☐ Indefinite

Clarification of Response (if Necessary)

### Item 14. Investors

Check this box ☒ if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

0

Enter the total number of investors who already have invested in the offering:

0

### Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ up to 196,000

☒ Estimate

Clarification of Response (if Necessary)

Finders' Fees \$

0

☐ Estimate

Includes 4% sales commission; 1% offering expense allowance; and 1% managing dealer fee and 1% financial consulting fee to Chauner Securities, Inc.; totals for all of the above will not exceed \$196,000.

**Item 16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 150,000

☒ Estimate**Clarification of Response (If Necessary)**

Tri-Land Properties, Inc., Issuer's Manager, will receive \$150,000 toward its \$350,000 TIF procurement fee from offering proceeds. The Manager may use additional offering proceeds toward the balance or to pay other fees to the Manager, as described in the offering memorandum, but this is not currently anticipated.

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

**Terms of Submission.** In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") (Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box ☐ and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

Tri-Land Cherokee Investors LLC

Name of Signer

Tri-Land Properties, Inc., Manager

Signature



Title

Richard Dube, President of Tri-Land Properties, Inc.

Number of continuation pages attached:

5

Date

3/6/2009

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

## Item 3 Continuation Page

## Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Andrews	John	W.
Street Address 1	Street Address 2	
One Westbrook Corporate Center	Suite 520	
City	State/Province/Country	ZIP/Postal Code
Westchester	Illinois	60154
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Assistant Secretary/Chief Financial Officer of Tri-Land Properties, Inc., Manager of Issuer		

Last Name	First Name	Middle Name
Dube	Richard	F.
Street Address 1	Street Address 2	
One Westbrook Corporate Center	Suite 520	
City	State/Province/Country	ZIP/Postal Code
Westchester	Illinois	60154
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) President, Treasurer and Director of Tri-Land Properties, Inc., Manager of the Issuer		

Last Name	First Name	Middle Name
Robinson	Hugh	D.
Street Address 1	Street Address 2	
One Westbrook Corporate Center	Suite 520	
City	State/Province/Country	ZIP/Postal Code
Westchester	Illinois	60154
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Executive Vice President, Secretary, Director of Tri-Land Properties, Inc., Manager of Issuer		

SEC  
Mail Processing  
Section

MAR 11 2008

Washington, DC

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Last Name	First Name	Middle Name
Warren	Jeffrey	D.
Street Address 1	Street Address 2	
330 North Wabash Avenue	22nd Floor	
City	State/Province/Country	ZIP/Postal Code
Chicago	Illinois	60611
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Assistant Secretary of Tri-Land Properties, Inc., Manager of the Issuer		

## Item 12 Continuation Page

## Item 12. Sales Compensation (Continued)

Recipient

More than five persons

(Associated) Broker or Dealer

☐ None

American Investors Company

Street Address 1

P. O. Box 1307

City

San Ramon

State/Province/Country

California

ZIP/Postal Code

94583

Recipient CRD Number

☐ No CRD Number

(Associated) Broker or Dealer CRD Number

38

☐ No CRD Number

Street Address 2

States of Solicitation ☐ All States

<input checked="" type="checkbox"/> AL	<input type="checkbox"/> AK	<input checked="" type="checkbox"/> AZ	<input checked="" type="checkbox"/> AR	<input checked="" type="checkbox"/> CA	<input checked="" type="checkbox"/> CO	<input checked="" type="checkbox"/> CT	<input checked="" type="checkbox"/> DE	<input checked="" type="checkbox"/> DC	<input checked="" type="checkbox"/> FL	<input checked="" type="checkbox"/> GA	<input checked="" type="checkbox"/> HI	<input checked="" type="checkbox"/> ID
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Recipient

More than five persons

(Associated) Broker or Dealer

☐ None

Chauner Securities, Inc.

Street Address 1

500 Skokie Boulevard

City

Northbrook

State/Province/Country

Illinois

ZIP/Postal Code

60062

Recipient CRD Number

☐ No CRD Number

(Associated) Broker or Dealer CRD Number

10075

☐ No CRD Number

Street Address 2

Suite 525

SEC

Mail Processing  
Section

MAR 11 2009

States of Solicitation ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input checked="" type="checkbox"/> AZ	<input type="checkbox"/> AR	<input checked="" type="checkbox"/> CA	<input checked="" type="checkbox"/> CO	<input checked="" type="checkbox"/> CT	<input type="checkbox"/> DE	<input checked="" type="checkbox"/> DC	<input checked="" type="checkbox"/> FL	<input type="checkbox"/> GA	<input checked="" type="checkbox"/> HI	<input type="checkbox"/> ID
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Washington, DC

## Item 12 Continuation Page

## Item 12. Sales Compensation (Continued)

Recipient

Roy Fuller

(Associated) Broker or Dealer

☐ None

Recipient CRD Number

720140

☐ No CRD Number

(Associated) Broker or Dealer CRD Number

8032

☐ No CRD Number

Street Address 1

29 Sawyer Road

Street Address 2

City

Waltham

State/Province/Country

Massachusetts

ZIP/Postal Code

02453

States of Solicitation ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input checked="" type="checkbox"/> FL	<input checked="" type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
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Recipient

More than five persons

(Associated) Broker or Dealer

☐ None

Recipient CRD Number

3390

☐ No CRD Number

(Associated) Broker or Dealer CRD Number

☐ No CRD Number

Street Address 1

500 Skokie Boulevard

Street Address 2

Suite 525

City

Northbrook

State/Province/Country

Illinois

ZIP/Postal Code

60062

States of Solicitation ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
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## Item 12 Continuation Page

## Item 12. Sales Compensation (Continued)

Recipient

More than five persons

(Associated) Broker or Dealer

☐ None

Equity Services, Inc.

Street Address 1

One National Life Drive

City

Montpelier

State/Province/Country

Vermont

ZIP/Postal Code

05604

Recipient CRD Number

☐ No CRD Number

(Associated) Broker or Dealer CRD Number

265

☐ No CRD Number

Street Address 2

States of Solicitation ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input checked="" type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
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Recipient

More than five persons

(Associated) Broker or Dealer

☐ None

Financial Goal Securities, Inc.

Street Address 1

35900 Bob Hope Drive

City

Rancho Mirage

State/Province/Country

California

ZIP/Postal Code

92270

Recipient CRD Number

☐ No CRD Number

(Associated) Broker or Dealer CRD Number

19066

☐ No CRD Number

Street Address 2

Suite 202

States of Solicitation ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input checked="" type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
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## Item 12 Continuation Page

## Item 12. Sales Compensation (Continued)

Recipient

More than five persons

(Associated) Broker or Dealer

☐ None

Gardner Financial Services, Inc.

Street Address 1

8412 Wayzata Boulevard

City

Minneapolis

State/Province/Country

Minnesota

Recipient CRD Number

☐ No CRD Number

(Associated) Broker or Dealer CRD Number

21000

☐ No CRD Number

Street Address 2

Suite 350

States of Solicitation ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input checked="" type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input checked="" type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input checked="" type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Recipient

More than five persons

(Associated) Broker or Dealer

☐ None

Thomas M. Nixon &amp; Associates, Inc.

Street Address 1

4775 Wallingford Street

City

Pittsburgh

State/Province/Country

Pennsylvania

Recipient CRD Number

☐ No CRD Number

(Associated) Broker or Dealer CRD Number

17047

☐ No CRD Number

Street Address 2

States of Solicitation ☐ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input checked="" type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input checked="" type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input checked="" type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

END